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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 617-6380

From:
Account Name : THE ST. JOE COMPANY
Account Number : I20000000110
Phone : (904) 301-4459
Fax Number : (904) 301-4659

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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

The St. Joe Company

Certificate of Status	1
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H09000193008 3

ARTICLES OF MERGER
OF
ST. JOE RESIDENTIAL ACQUISITIONS, INC.
a Florida corporation
(Corporate Charter Number P97000105641)
INTO
THE ST. JOE COMPANY
a Florida corporation
(Corporate Charter Number 132442)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Pursuant to the provisions of Sections 607.1104 and 607.1105 Florida Statutes, the undersigned corporations hereby certify as follows:

1. The names of the entities which are parties to the merger are The St. Joe Company, a Florida corporation (the "Surviving Corporation"), and St. Joe Residential Acquisitions, Inc., a Florida corporation (the "Merging Corporation"). The St. Joe Company is the surviving corporation in the merger, and St. Joe Residential Acquisitions, Inc. is the merging corporation whose separate business existence shall cease.
2. A copy of the Plan and Agreement of Merger (the "Plan") is attached hereto as Exhibit A and made a part hereof.
3. The Plan was approved by unanimous written consent of the board of directors of the Surviving Corporation dated August 31, 2009, in accordance with the Amended and Restated Articles of Incorporation and Amended and Restated Bylaws of the Surviving Corporation and the applicable provisions of Chapter 607 of the Florida Statutes. Approval of the merger by the Surviving Corporation's shareholders was not required.
4. The Plan was approved by joint unanimous written consent of the board of directors and the sole shareholder of the Merging Corporation dated August 31, 2009, pursuant to the Articles of Incorporation and Bylaws of the Merging Corporation and the applicable provisions of Chapter 607 of the Florida Statutes.
5. The merger shall be effective upon filing of the Articles of Merger with the Florida Department of State.

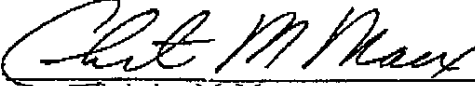
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H09000193008 3

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have each caused these Articles of Merger to be executed by its authorized officer on August 31, 2009.

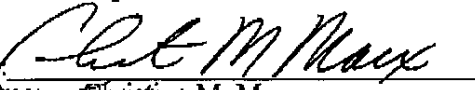
SURVIVING CORPORATION

THE ST. JOE COMPANY,
a Florida corporation

By: 
Name: Christine M. Marx
Title: General Counsel and Corporate Secretary

MERGING CORPORATION

ST. JOE RESIDENTIAL ACQUISITIONS, INC.,
a Florida corporation

By: 
Name: Christine M. Marx
Title: General Counsel and Secretary

H09000193008 3

H09000193008 3

EXHIBIT A
PLAN AND AGREEMENT OF MERGER
(SEE ATTACHED)

H09000193008 3

PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger, dated as of August 31, 2009, is entered into by and between **THE ST. JOE COMPANY**, a Florida corporation (the "Surviving Corporation"), and **ST. JOE RESIDENTIAL ACQUISITIONS, INC.**, a Florida corporation (the "Merging Corporation").

WITNESSETH:

WHEREAS, the Merging Corporation and the Surviving Corporation deem it advisable, upon the terms and subject to the conditions set forth herein, that the Merging Corporation be merged with and into the Surviving Corporation, and that the Surviving Corporation be the surviving corporation; and

WHEREAS, the Surviving Corporation owns all of the outstanding shares of common stock of the Merging Corporation;

NOW, THEREFORE, it is agreed as follows:

Section 1 – Terms

1.1 On the effective date of the merger, the Merging Corporation shall be merged with and into the Surviving Corporation, with the Surviving Corporation as the surviving corporation (the "merger").

1.2 Upon the effective date of the merger, all currently issued and outstanding shares in the Merging Corporation shall, by virtue of the merger and without any action on the part of the holders thereof, be cancelled and retired and shall cease to exist and no consideration shall be delivered or deliverable in exchange thereof.

1.3 The shareholders of the Surviving Corporation whose shares were outstanding immediately prior to the effective date of the merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the merger.

Section 2 – Effective Date

2.1 The merger shall become effective on the time and date specified in the Articles of Merger filed with the Secretary of State of the State of Florida, herein sometimes referred to as the "effective date of the merger."

Section 3 – Organizational Documents

3.1 The Amended and Restated Articles of Incorporation of the Surviving Corporation as in effect at the effective date of the merger shall continue to be the Articles of Incorporation of the Surviving Corporation from and after the merger and shall continue in

H09000193008 3

full force and effect until changed, altered or amended in accordance with the provisions of the Florida Business Corporation Act (the "FBCA"). The Amended and Restated Bylaws of the Surviving Corporation as in effect at the effective date of the merger shall continue to be the Bylaws of the Surviving Corporation from and after the merger and shall continue in full force and effect until changed, altered or amended as therein provided and in accordance with the provisions of the FBCA.

Section 4 – Effect of Merger

4.1 At the effective date of the merger, the effect of the merger shall be as provided in the applicable provisions of the FBCA. Without limiting the generality of such provisions, at the effective date of the merger, all the property, interests, assets, rights, privileges, immunities, powers and franchises of the Merging Corporation shall vest in the Surviving Corporation, and all debts, liabilities, duties and obligations of the Merging Corporation shall become the debts, liabilities, duties and obligations of the Surviving Corporation.

Section 5 – Amendment and Termination

5.1 At any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida, this Plan and Agreement of Merger may be amended by the Surviving Corporation and the Merging Corporation to the extent permitted by Florida law.

5.2 At any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida, this Plan and Agreement of Merger may be terminated and abandoned by the Surviving Corporation and the Merging Corporation.

Section 6 – Covenants and Agreements

6.1 The parties hereto shall each take all such action as may be necessary or appropriate to effectuate the merger under the FBCA. If, at any time after the effective date of the merger, any further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Surviving Corporation with full right, title and possession to all properties, interest, assets, rights, privileges, immunities, powers and franchises of the Merging Corporation, the appropriate officers of the Surviving Corporation are fully authorized, in the name of the Merging Corporation or otherwise, to take all such lawful and necessary action.

Section 7 – Execution and Effectiveness

7.1 The parties may execute this Agreement in counterparts. Each executed counterpart will be considered an original document, and all executed counterparts, together, will constitute the same agreement.


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H09000193008 3

IN WITNESS WHEREOF, the Surviving Corporation and the Merging Corporation have each executed this Agreement by its authorized officer, all as of the date first above written.

SURVIVING CORPORATION

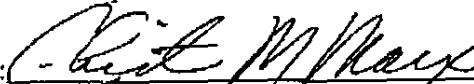
THE ST. JOE COMPANY,
a Florida corporation

By: 

Name: Christine M. Marx
Title: General Counsel and Corporate Secretary

MERGING CORPORATION

ST. JOE RESIDENTIAL ACQUISITIONS, INC.,
a Florida corporation

By: 

Name: Christine M. Marx
Title: General Counsel and Secretary